

PUBLISHER AGREEMENT

THIS AGREEMENT is dated as of June 17, 2004, and is between active8media, LLC., a Delaware limited liability company ("active8media") and **VOGUE MAGAZINE** ("Publisher").

Preliminary Statement. active8media has developed and owns a web-based technology which active8media uses to develop interactive versions of print media, including advertisements, and places and hosts the interactive print media on the Internet (the "active8media Technology"). Publisher publishes a monthly magazine known as "Vogue" ("**Vogue Magazine**"), and owns and operates a website, currently located at **www.shopseptembervogue.com** (the "**Vogue Site**"). Publisher desires to use the active8media Technology on the Vogue Site with respect to Vogue Magazine, and active8media is willing to provide Publisher with the active8media Technology and to assist Publisher in offering the interactive advertisements to selected Vogue advertisers ("Advertisers"), subject to the terms and conditions set forth herein.

NOW, THEREFORE, for and in consideration of the premises and the mutual covenants and agreements contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

REDACTED

REDACTED

REDACTED

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REDACTED

20. **Miscellaneous.**

REDACTED

REDACTED

(e) **Choice of Law.** This Agreement shall be governed by the laws of the State of New York without regard to its conflict of law rules.

(f) **Resolution of Disputes.** Any dispute arising hereunder or related to any matter which is the subject of this Agreement shall be subject to the exclusive jurisdiction of the state and/or federal courts located in New York, NY.

REDACTED

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed by their duly authorized agents as of the date first above written.

active8media, LLC

By: P. Todd Mannik
Name: P. Todd Mannik
Title: President

[VOGUE MAGAZINE]

By: Tom Florio
Name: Florio
Title: V.P. Publisher

EXHIBIT A

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

EXHIBIT C

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

REDACTED

EXHIBIT D

REDACTED